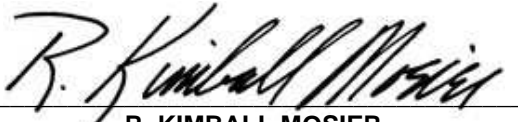


The below described is SIGNED.

Dated: October 22, 2009

  
R. KIMBALL MOSIER  
U.S. Bankruptcy Judge



Kenneth L. Cannon II (kcannon@djplaw.com) (3705)  
Steven J. McCardell (smccardell@djplaw.com) (2144)  
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CROWELL & MORING LLP  
590 Madison Avenue, 20th Floor  
New York, NY 10022  
Telephone: (212) 223-4000/Fax: (212) 223-4134

Proposed Counsel for Debtors and Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re:	)	
	)	
EASY STREET HOLDING, LLC, <i>et al.</i> ,	)	Bankruptcy Case No. 09-29905
	)	Jointly Administered with Cases
	)	09-29907 and 09-29908
	)	
Address: 201 Heber Avenue	)	Chapter 11
Park City, UT 84060	)	
	)	Honorable R. Kimball Mosier
Tax ID Numbers:	)	
35-2183713 (Easy Street Holding, LLC),	)	
20-4502979 (Easy Street Partners, LLC), and	)	[FILED ELECTRONICALLY]
84-1685764 (Easy Street Mezzanine, LLC)	)	

**ORDER PURSUANT TO §§ 327 (a) AND 329 (a) OF THE BANKRUPTCY CODE, AND  
RULES 2014 (a) AND 2016 (b) AUTHORIZING THE RETENTION AND  
EMPLOYMENT OF CROWELL & MORING LLP AS COUNSEL FOR THE DEBTORS  
EFFECTIVE AS OF THE PETITION DATE**

SLC\_481890.1

Filed: 10/22/09

Entered On Docket: 10/23/2009

This matter coming before the Court on the Application (the "Application")<sup>1</sup> of the above-captioned debtors and debtors in possession (collectively, the "Debtors") pursuant to §§ 327(a) and 329(a) of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016(b) for an order authorizing the retention and employment of Crowell & Moring LLP ("C&M") as counsel, effective as of September 14, 2009 (the "Petition Date"). Appearances were made as noted on the record of the hearing. The Court finds that (i) C&M is disinterested, (ii) C&M has given adequate and proper notice of the Application and no further notice need be given, and (iii) no objections have been filed to the Application. The Court's additional findings and conclusions made on the record of the hearing are incorporated into this Order by reference.

Now, therefore, IT IS HEREBY ORDERED:

1. The Application is granted.
2. The Debtors are authorized to retain and employ C&M as their counsel in these chapter 11 cases pursuant to sections 327(a) and 329(a) of the Bankruptcy Code and Bankruptcy Rule 2014(a), on the terms and conditions set forth in the Application effective as of the Petition Date.
3. C&M shall be compensated for its services and reimbursed for any related expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules and any other applicable orders or procedures of this Court.
4. C&M may (i) apply any portion of the Retainer to fees and expenses incurred from and after the Petition Date received by the Guarantor consistent with the Retention

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings given to them in the Application.

Agreement, and (ii) receive additional payments from the Guarantor, which shall be promptly disclosed. In any event, C&M shall file fee applications with this Court consistent with the provisions of the applicable sections of the Bankruptcy Code and Bankruptcy Rules.

-----END OF ORDER-----

ORDER SIGNED

**CLERK'S CERTIFICATE OF SERVICE**

I hereby certify that a true and correct copy of the foregoing Order Authorizing the Retention and Employment of Crowell & Moring LLP as Counsel for the Debtors Effective as of the Petition Date was served via first-class mail, postage prepaid, on the \_\_\_\_ day of \_\_\_\_\_, 2009, on the following:

Michael V. Blumenthal  
Crowell & Moring LLP  
590 Madison Avenue, 20th Floor  
New York, NY 10022

Kenneth L. Cannon II  
Durham Jones & Pinegar, P.C.  
P O Box 4050  
Salt Lake City, UT 84110-4050

Steven J. McCardell  
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Salt Lake City, UT 84110-4050

Lon A. Jenkins  
Jones Waldo Holbrook & McDonough  
170 South Main Street, Suite 1500  
Salt Lake City, UT 84101

John T. Morgan  
Office of the United States Trustee  
405 South Main Street, Suite 300  
Salt Lake City, UT 84111

Certificate of Service Page 5 of 5  
**CERTIFICATE OF NOTICE**

District/off: 1088-2  
Case: 09-29905

User: mtm  
Form ID: pdfor1

Page 1 of 1  
Total Noticed: 5

Date Rcvd: Oct 23, 2009

The following entities were noticed by first class mail on Oct 25, 2009.  
aty +John T. Morgan tr, US Trustees Office, Ken Garff Bldg., 405 South Main Street, Suite 300,  
Salt Lake City, Ut 84111-3402  
aty Kenneth L. Cannon, II, Durham Jones & Pinegar, 111 East Broadway, Suite 900, P O Box 4050,  
Salt Lake City, UT 84110-4050  
aty +Lon A. Jenkins, Jones Waldo Holbrook & McDonough, 170 South Main St., Suite 1500,  
Salt Lake City, UT 84101-1644  
aty +Michael V. Blumenthal, Crowell & Moring LLP, 590 Madison Avenue, 20th Floor,  
New York, NY 10022-2544  
aty Steven J. McCardell, Durham Jones & Pinegar, 111 East Broadway, Suite 900, P O Box 4050,  
Salt Lake City, UT 84110-4050

The following entities were noticed by electronic transmission.  
NONE.

TOTAL: 0

\*\*\*\*\* BYPASSED RECIPIENTS \*\*\*\*\*

NONE.

TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.  
USPS regulations require that automation-compatible mail display the correct ZIP.

**I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.**

**Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.**

Date: Oct 25, 2009

Signature:

